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July 19, 2000

OF COUNSEL

JOHN S. MONTEDONICO  
KING W. ROGERS

Mr. David Clay  
United States Environmental Protection Agency  
Region 4  
61 Forsyth Street, S.W.  
Atlanta, Georgia 30303-8960

Re: **Carrier Air Conditioning Co. Site**  
**USEPA ID No. TND044062222**  
**TDEC Site No. 79552**  
**Collierville, Tennessee**  
**GB File No. 07960.21835**

Dear David:

You may recall that by your letter to me dated November 19, 1999 (a copy of which is enclosed), the EPA gave its approval of Carrier Corporation's recording of an amended notice of the UAO. My client, the Debonair Corporation, which had purchased a portion of the Carrier Corporation's Collierville plant site, was seeking to make the title record clear that its property is not considered part of the Carrier Site.

After getting the EPA's approval of the language of an amended notice, I forwarded to Carrier Corporation the original of the amended notice and asked that the amended notice be executed and returned to me. On July 11, 2000, the original of the amended notice, which had been executed on behalf of Carrier Corporation, was returned to me. I have since had the original of the amended notice recorded in the Shelby County Register's Office.

I have enclosed herein a copy of the amended notice that was recorded on July 13, 2000. If

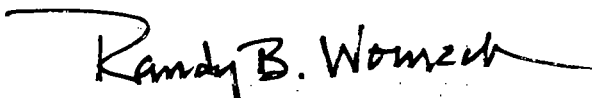


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you have any questions, do not hesitate to contact me. I do appreciate the EPA's cooperation in this matter.

Sincerely,

GLANKLER BROWN, PLLC

A handwritten signature in black ink that reads "Randy B. Womack". The signature is written in a cursive style with a long horizontal line extending from the end of the name.

Randall B. Womack

cc: Ms. Beth Brown, U.S. EPA  
Mr. Jordan English, TDEC-Division of Superfund  
Mr. Bryan Pollard  
Mr. Brian Kielbania  
Mr. Larry D. Conn



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 4  
ATLANTA FEDERAL CENTER  
61 FORSYTH STREET  
ATLANTA, GEORGIA 30303-8960

November 19, 1999

BY FACSIMILE AND US MAIL

Randall B. Womack, Esquire  
Glankler Brown, LLC  
One Commerce Square  
Seventeenth Floor  
Memphis, Tennessee 38103-2566

RE: Carrier Air Conditioning Co. Site, Collierville, Tennessee

Dear Randy:

EPA is in receipt of your letter dated November 5, 1999. Beth Brown, Remedial Project Manager for the Site, has reviewed your request and concurs with the State of Tennessee. EPA agrees to allow Carrier Corporation to amend the notice of the issuance of the UAO in order to assist you in reaching your goal of getting record title of the Debonair Corporation's property clear that it is not now considered a part of the Carrier Site.

I hope this clearance by EPA will be of assistance to you. Please let us know if we may assist you further.

Sincerely,

A handwritten signature in black ink, which appears to read "David K. Clay", is written over a horizontal line.

David K. Clay  
Senior Attorney

cc: Beth Brown, EPA

Prepared by and return to  
Randall B. Womack, Esq.  
1700 One Commerce Square  
Memphis, TN

**AMENDED NOTICE OF UNILATERAL ADMINISTRATIVE ORDER  
UNDER SECTION 106(a) OF THE  
COMPREHENSIVE ENVIRONMENTAL RESPONSE,  
COMPENSATION AND LIABILITY ACT  
(CERCLA) 42 U.S.C. SECTION 9606 (a)**

Carrier Corporation, Collierville, Tennessee does hereby acknowledge and give notice that a Unilateral Administrative Order for Remedial Design and Remedial Action (hereinafter "Order") was issued to it on 11 February 1993 by:

Joseph R. Franzmathes, Director  
Waste Management Division  
Environmental Protection Agency, Region IV  
345 Courtland Street, NE  
Atlanta, Georgia 30365

pursuant to Section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 as amended by the Superfund Amendments and Reorganization Act of 1986, (42 U.S.C. 9606(a)(1990)). The Order has U.S. EPA docket number 93-06-C. The Order applies to Carrier Corporation and its facility located at:

97 Byhalia Road  
Collierville, Tennessee

being property owned by Carrier Corporation and as recorded in Warranty Deed of record at Instrument No. AE 7396, re-recorded at Instrument No. AE 7483 (the "Deed") in the Register's Office of Shelby County, Tennessee, which property is further described on Exhibit "A" attached hereto and made a part hereof (the "Property") but excluding that portion of the Property which has been sold to The Debonair Corporation, a California corporation, by a Warranty Deed of record at Instrument No. HA 9241 of said Register's records. Said excepted portion of the Property is hereby described in Exhibit "B" attached hereto and made a part hereof.

The complete Order may be obtained at the office of Carrier Corporation located at:

97 Byhalia Road  
Collierville, Tennessee

The Order may also be obtained from the Administrative Record about this site maintained by the Region IV offices of the U.S. EPA at:

345 Courtland Street, NE  
Atlanta, Georgia 30365

It is the purpose of this document to amend the original Notice to exclude that portion of the Property described on Exhibit "B" hereto, and to put on notice any and all persons as are contemplated by the terms and conditions of the Order.

This Amended Notice may be executed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

Executed this 3<sup>rd</sup> day of July, ~~1999~~ <sup>2000</sup>.

Carrier Corporation,  
a Delaware corporation

By: W. F. Leikin  
Title: Attorney-in-Fact

STATE OF Connecticut ;  
COUNTY OF Hartford :

Sworn to and subscribed to before me this the 3<sup>rd</sup> day of July, ~~1999~~ <sup>2000</sup>.

Judith R. Hamm  
Notary Public

My Commissions Expires:

11-30-00



## EXHIBIT "A"

Property conveyed to Carrier Corporation, a corporation existing under the laws of the State of Delaware by Warranty Deed of record at Instrument No. AE 7396, re-recorded at Instrument No. AE 7483 of the records of the Register's Office of Shelby County, Tennessee:

Description of the Carrier 135.785 acre tract, Collierville, Tennessee, more particularly being described by metes and bounds as follows:

Beginning at a cotton picker spindle set in the centerline of Byhalia Road (60 foot R.O.W.), 25 feet south of the intersection of said road and the Southern Railroad (50 foot R.O.W.); thence south 04 degrees 20 minutes 00 seconds east along the centerline of said road a distance of 2535.73 feet to a P.K. nail set; thence south 03 degrees 55 minutes 00 seconds east along the centerline of said road a distance of 978.03 feet to a cotton picker spindle set 562.10 feet (C=562.98 feet) north of a P.K. found at the intersection of said road and Collierville Road (Camp Road with no dedicated R.O.W. width); thence south 85 degrees 40 minutes 35 seconds west along the northerly line of the L. Mathews Tract (HA-0250) a distance of 1095.05 feet, to a concrete monument found; thence north 04 degrees 22 minutes 11 seconds west along the said Mathews tract a distance of 1401.30 feet (C=1401.51 feet) to a concrete monument found; thence south 85 degrees 39 minutes 05 seconds west along the northerly line of said Mathews Tract a distance of 922.96 feet (C=923.50 feet) to a concrete monument found, said monument being the northwesterly corner of said Mathews Tract; thence north 04 degrees 19 minutes 16 seconds west along the easterly line of the Dealers Tractor & Equipment Co. Tract (WD4952-330) a distance of 2079.71 feet to an iron pin set in the southwesterly corner of the City of Collierville Tract; thence south 86 degrees 07 minutes 00 seconds east along the southerly line of said city Tract a distance of 600.00 feet to an iron pin set in the southeasterly corner of said city Tract; thence north 04 degrees 19 minutes 16 seconds west along the easterly line of said city tract a distance of 325.26 feet to an iron pin set in the southerly R.O.W. line (50 feet R.O.W.) of the aforesaid railroad; thence south 86 degrees 07 minutes 00 seconds east along the southerly R.O.W. line of said railroad a distance of 1446.50 feet to the point of beginning, containing 135.785 acres.

# EXHIBIT "B"

Property conveyed to The Debonair Corporation, a California corporation by Warranty Deed of record at Instrument No. HA 9241 of the records of the Register's Office of Shelby County, Tennessee:

Beginning at a point in the west line of Byhalia Road, 42 feet west of a point in the centerline which is 2372.78 feet south of the southerly right-of-way line of the Southern Railway, said point being the south end of a curve having a radius of 170.00 feet located at the southwest corner of Byhalia Road and Proposed Winchester Road; thence, South 04 degrees 18 minutes 50 seconds East with the west line of Byhalia Road a distance of 320.94 feet; thence, South 03 degrees 50 minutes 25 seconds East with the west line of Byhalia Road a distance of 261.06 feet; thence, South 02 degrees 52 minutes 25 seconds East with the west line of Byhalia Road a distance of 559.24 feet to a point in the south line of the Carrier Corporation Property as described in Instrument AE-7483; thence, South 85 degrees 34 minutes 43 seconds West with the said south line of the Carrier Corporation Property a distance of 1042.88 feet to a point in the east line of the Boshwit Brothers, Inc. Property as described in Instrument T3-9392; thence, North 04 degrees 24 minutes 12 seconds West with the said east line of the Boshwit Brothers, Inc. Property a distance of 1166.43 feet to a point in the south line of Proposed Winchester Road; thence, North 84 degrees 58 minutes 44 seconds East with the south line of Proposed Winchester Road a distance of 157.10 feet to a point of curvature; thence, northeastwardly with the south line of Proposed Winchester Road and along a curve to the left having a radius of 3886.78 feet a distance of 289.00 feet to a point of tangency, chord, North 82 degrees 50 minutes 55 seconds East a distance of 288.94 feet; thence, North 80 degrees 43 minutes 07 seconds East with the south line of Proposed Winchester Road a distance of 572.55 feet to the end of a curve; thence, southeastwardly and along a curve to the right having a radius of 55.00 feet a distance of 52.21 feet, chord South 50 degrees 06 minutes 00 seconds East a distance of 50.27 feet to a point of compound curvature; thence, southeastwardly and along a curve to the right having a radius of 170.00 feet a distance of 55.16 feet to the point of beginning, chord South 13 degrees 36 minutes 35 seconds East a distance of 54.92 feet, and containing 28.87 Acres.



**K H 9 9 0 8**

**07/13/2000-16:02:43**

|                                      |                |                      |
|--------------------------------------|----------------|----------------------|
| Other: Real Estate - Miscellaneous   |                | 75                   |
| D/C: 16 - MICHELLE ANDREWS           |                |                      |
| VALUATION                            | N / A          |                      |
| TN MORTGAGE TAX                      | N / A          |                      |
| TN TRANSFER TAX                      | N / A          |                      |
| RECORDING FEE                        | 16.00          |                      |
| DP FEE                               | 2.00           |                      |
| REGISTER'S FEE                       | N / A          |                      |
| WALK THRU FEE                        | N / A          |                      |
| TOTAL AMOUNT                         | 18.00          |                      |
| PAGE COUNT: 4                        | PAGE ADDED: No | GROUP ID: X01013458T |
| STATE of TENNESSEE, COUNTY of SHELBY |                |                      |
| Guy B. Bates, REGISTER               |                |                      |